

## SECURITIES AND EXCHANGE COMMISSION

### SEC FORM 17-C

#### CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)  
Jun 2, 2021
2. SEC Identification Number  
11840
3. BIR Tax Identification No.  
000-100-341-000
4. Exact name of issuer as specified in its charter  
SAN MIGUEL FOOD AND BEVERAGE, INC.
5. Province, country or other jurisdiction of incorporation  
PHILIPPINES
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
100 E. Rodriguez Jr. Avenue (C-5 Road), Barangay Ugong, Pasig City, Metro Manila  
Postal Code  
1604
8. Issuer's telephone number, including area code  
(632) 5317-5000
9. Former name or former address, if changed since last report  
N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

| Title of Each Class                                | Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding |
|----------------------------------------------------|-----------------------------------------------------------------------------|
| COMMON SHARES (FB)                                 | 5,909,220,090                                                               |
| SERIES A BONDS DUE MARCH 2025 (IN PESO)            | 8,000,000,000.00                                                            |
| SERIES B BONDS DUE MARCH 2027 (IN PESO)            | 7,000,000,000.00                                                            |
| TOTAL DEBT AS OF MAR. 31, 2021 (IN MIL PESO – CON) | 137,353                                                                     |

11. Indicate the item numbers reported herein  
ITEM 9. OTHER EVENTS

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



**SAN MIGUEL**  
FOOD AND BEVERAGE, INC.

## San Miguel Food and Beverage, Inc. FB

### PSE Disclosure Form 4-24 - Results of Annual or Special Stockholders' Meeting References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules

#### Subject of the Disclosure

Results of the Annual Stockholders' Meeting of the Company.

#### Background/Description of the Disclosure

SMFB Annual Stockholders' Meeting held on June 2, 2021, Wednesday, 2:00 P.M., Via Livestream at [https://www.smfb.com.ph/stockholdersmeeting\\_2021](https://www.smfb.com.ph/stockholdersmeeting_2021)

#### List of elected directors for the ensuing year with their corresponding shareholdings in the Issuer

| Name of Person           | Shareholdings in the Listed Company |          | Nature of Indirect Ownership |
|--------------------------|-------------------------------------|----------|------------------------------|
|                          | Direct                              | Indirect |                              |
| Ramon S. Ang             | 10                                  | 0        | N/A                          |
| Francisco S. Alejo III   | 10                                  | 230,000  | Lodged through PCD           |
| Roberto N. Huang         | 10                                  | 0        | N/A                          |
| Emmanuel B. Macalalag    | 10                                  | 0        | N/A                          |
| Ferdinand K. Constantino | 10                                  | 0        | N/A                          |
| Aurora T. Calderon       | 10                                  | 0        | N/A                          |
| Joseph N. Pineda         | 10                                  | 0        | N/A                          |
| Menardo R. Jimenez       | 10                                  | 0        | N/A                          |
| Ma. Romela M. Bengzon    | 10                                  | 0        | N/A                          |
| Francis H. Jardeleza     | 10                                  | 0        | N/A                          |
| John Paul L. Ang         | 10                                  | 0        | N/A                          |
| Minita V. Chico-Nazario  | 10                                  | 0        | N/A                          |
| Ricardo C. Marquez       | 10                                  | 0        | N/A                          |

|                 |    |   |     |
|-----------------|----|---|-----|
| Cirilo P. Noel  | 10 | 0 | N/A |
| Winston A. Chan | 10 | 0 | N/A |

|                         |                     |
|-------------------------|---------------------|
| <b>External auditor</b> | R. G. Manabat & Co. |
|-------------------------|---------------------|

**List of other material resolutions, transactions and corporate actions approved by the stockholders**

The matters approved during the Annual Stockholders' Meeting of the Company held on June 2, 2021 are set forth in the attached SEC Form 17-C.

**Other Relevant Information**

None.

**Filed on behalf by:**

|                    |                                            |
|--------------------|--------------------------------------------|
| <b>Name</b>        | Alexandra Trillana                         |
| <b>Designation</b> | Corporate Secretary and Compliance Officer |

COVER SHEET

1 1 8 4 0

S. E. C. Registration Number

S A N M I G U E L F O O D A N D

B E V E R A G E , I N C .

(Company's Full Name)

1 0 0 E . R O D R I G U E Z J R .

A V E N U E C - 5 R O A D ,

B A R A N G A Y U G O N G

P A S I G C I T Y 1 6 0 4

M E T R O M A N I L A

(Business Address: No. Street City/Town/Province)

ALEXANDRA B. TRILLANA

Contact Person

(632) 5317-5450

Company Telephone Number

SEC Form

Month

Day

1 7 - C

FORM TYPE

Month

Day

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Dept. Requiring this Doc.

Amended Articles Number/Section

Amended Articles Number/Section

Total No. of Stockholders

Total No. of Stockholders

Total Amount of Borrowings

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

File Number

LCU

Document I. D.

Document I. D.

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes

**SECURITIES AND EXCHANGE COMMISSION**

**SEC FORM 17-C**

**CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE (SRC)  
AND SRC RULE 17(b)(3) THEREUNDER**

1. **June 2, 2021**  
Date of Report (Date of earliest event reported)
2. SEC Identification No. **11840**
3. BIR Tax Identification No. **000-100-341-000**
4. **SAN MIGUEL FOOD AND BEVERAGE, INC.**  
Exact name of registrant as specified in its charter
5. **Philippines**  
(Province, country or other jurisdiction of  
Incorporation)
6. (SEC Use Only)  
Industry Classification Code
6. **100 E. Rodriguez Jr. Avenue (C-5 Road), Barangay Ugong, Pasig City**  
**1604**  
(Address of principal office) (Postal Code)
7. **(632) 5317-5000** (Registrant's telephone number, including area code)
8. **Registrant has not changed address since its last report to this Honorable Commission**  
(Former name or former address, if changed since last report)
9. Securities registered pursuant to Sections 8 and 12 of SRC

| <b>Title of Each Class</b>                                       | <b>Outstanding<br/>as of March 31, 2021</b> |
|------------------------------------------------------------------|---------------------------------------------|
| <b>Common Shares (FB)</b>                                        | <b>5,909,220,090</b>                        |
| <b>Series A Bonds Due<br/>March 2025 (In Peso)</b>               | <b>8,000,000,000.00</b>                     |
| <b>Series B Bonds Due<br/>March 2027 (In Peso)</b>               | <b>7,000,000,000.00</b>                     |
| <b>Total Debt as of March 31, 2021<br/>(In Mil Peso – Conso)</b> | <b>137,353</b>                              |

10. Indicate the item numbers reported herein:

Item 9. Other Events

Please be informed that at the Annual Meeting of Shareholders (the "ASM") and Organizational Meeting of the Board of Directors (the "Board") of San Miguel Food and Beverage, Inc. (the "Corporation") both held on June 2, 2021:

1. Upon the favorable endorsement of the Corporate Governance Committee, the following directors were duly elected at the ASM, with the respective number of shares held by each in the Corporation as of June 2, 2021:

| Name of Owner            | Title of Class | Amount and Nature of Ownership | Total No. of Shares |
|--------------------------|----------------|--------------------------------|---------------------|
| Ramon S. Ang             | Common         | 10 (Direct)                    | 10 (0.00%)          |
| Francisco S. Alejo III   | Common         | 10 (Direct)                    | 230,010             |
|                          |                | 230,000 (Beneficial)           | (0.00%)             |
| Roberto N. Huang         | Common         | 10 (Direct)                    | 10 (0.00%)          |
| Emmanuel B. Macalalag    | Common         | 10 (Direct)                    | 10 (0.00%)          |
| Ferdinand K. Constantino | Common         | 10 (Direct)                    | 10 (0.00%)          |
| Aurora T. Calderon       | Common         | 10 (Direct)                    | 10 (0.00%)          |
| Joseph N. Pineda         | Common         | 10 (Direct)                    | 10 (0.00%)          |
| Menardo R. Jimenez       | Common         | 10 (Direct)                    | 10 (0.00%)          |
| Ma. Romela M. Bengzon    | Common         | 10 (Direct)                    | 10 (0.00%)          |
| Francis H. Jardeleza     | Common         | 10 (Direct)                    | 10 (0.00%)          |
| John Paul L. Ang         | Common         | 10 (Direct)                    | 10 (0.00%)          |
| Minita V. Chico-Nazario  | Common         | 10 (Direct)                    | 10 (0.00%)          |
| Ricardo C. Marquez       | Common         | 10 (Direct)                    | 10 (0.00%)          |
| Cirilo P. Noel           | Common         | 10 (Direct)                    | 10 (0.00%)          |
| Winston A. Chan          | Common         | 10 (Direct)                    | 10 (0.00%)          |

2. Upon the favorable endorsement of the Audit Committee, stockholders representing at least majority of the outstanding common shares of the Corporation present in person or by proxy at the ASM, appointed R. G. Manabat & Co. as external auditor of the Corporation for the year 2021.

3. The following key officers were duly elected at the Organizational Meeting of the Board:

|                          |                                                                  |
|--------------------------|------------------------------------------------------------------|
| Ramon S. Ang             | Vice Chairman, President and Chief Executive Officer             |
| Francisco S. Alejo III   | Chief Operating Officer – Food                                   |
| Roberto N. Huang         | Chief Operating Officer – Beer                                   |
| Emmanuel B. Macalalag    | Chief Operating Officer – Spirits                                |
| Ferdinand K. Constantino | Treasurer                                                        |
| Idefonso B. Alindogan    | Vice President, Chief Finance Officer and Chief Strategy Officer |
| Ophelia L. Fernandez     | Internal Audit Head of the Company and its Food Division         |

|                            |                                                                                                  |
|----------------------------|--------------------------------------------------------------------------------------------------|
| Alexandra B. Trillana      | Compliance Officer, Corporate Secretary and General Counsel of the Company and its Food Division |
| Ma. Celeste L. Ramos       | Assistant Corporate Secretary                                                                    |
| Kristina Lowella I. Garcia | Assistant Vice President, Investor Relations Manager                                             |

Of such officers, the shareholdings of Messrs. Ang, Alejo, Huang, Macalalag and Constantino in the Corporation are mentioned above. The shareholdings of the other named officers as of June 24, 2020, are as below provided:

| Name of Owner              | Title of Class | Amount and Nature of Ownership | Total No. of Shares |
|----------------------------|----------------|--------------------------------|---------------------|
| Ildfonso B. Alindogan      | N/A            | N/A                            | 0                   |
| Ophelia L. Fernandez       | Common         | 500 (Beneficial)               | 500                 |
| Alexandra B. Trillana      | N/A            | N/A                            | 0                   |
| Ma. Celeste L. Ramos       | N/A            | N/A                            | 0                   |
| Kristina Lowella I. Garcia | N/A            | N/A                            | 0                   |

In the same meeting, the following were elected to the Board Committees of the Corporation:

#### **EXECUTIVE COMMITTEE**

Ramon S. Ang - Chairman  
Francisco S. Alejo III  
Roberto N. Huang  
Emmanuel B. Macalalag

#### **AUDIT COMMITTEE**

Cirilo P. Noel (Independent) - Chairman  
Ricardo C. Marquez (Independent)  
Winston A. Chan (Independent)  
Aurora T. Calderon  
Ferdinand K. Constantino

#### **RELATED PARTY TRANSACTIONS COMMITTEE**

Winston A. Chan (Independent) - Chairman  
Cirilo P. Noel (Independent)  
Minita V. Chico-Nazario (Independent)  
Ferdinand K. Constantino

#### **BOARD RISK OVERSIGHT COMMITTEE**

Ricardo C. Marquez (Independent) - Chairman  
Winston A. Chan (Independent)  
Minita V. Chico-Nazario (Independent)

Menardo R. Jimenez  
 Ferdinand K. Constantino

**CORPORATE GOVERNANCE COMMITTEE**

|                                       |   |          |
|---------------------------------------|---|----------|
| Minita V. Chico-Nazario (Independent) | - | Chairman |
| Cirilo P. Noel (Independent)          |   |          |
| Ricardo C. Marquez (Independent)      |   |          |
| Menardo R. Jimenez                    |   |          |
| Virgilio S. Jacinto                   | - | Advisor  |

Also in the same meeting, Justice Minita V. Chico-Nazario was appointed as the Lead Independent Director of the Corporation, in compliance with the new Code of Corporate Governance for Publicly-Listed Companies (the "CG Code").

Likewise in compliance with the CG Code and the Corporation's Policy on Multiple Board Seats as reflected in its Manual on Corporate Governance, the members of the Board were reminded of their fiduciary duty to notify the Board where he or she is an incumbent director before accepting a directorship in another company.


Furthermore, the Board approved the depository banks, signing authorities and limits for corporate transactions of the Corporation, subject to amendment as the need arises, for approval at subsequent Board meetings.

###

Pursuant to the requirements of the Securities Regulation Code, the registrant duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**SAN MIGUEL FOOD AND BEVERAGE, INC.**

**By:**

  
**ALEXANDRA BENGSON TRILLANA**  
 Corporate Secretary and Compliance Officer

June 2, 2021.